

Samuel A. Schwartz, Esq.  
Nevada Bar No. 10985  
saschwartz@nvfirm.com  
SCHWARTZ LAW, PLLC  
601 East Bridger Avenue  
Las Vegas, NV 89101  
Telephone: 702.385.5544  
Facsimile: 702.442.9887

*Proposed Attorneys for Debtor*

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:	)	Case No.: 22-14422-nmc
	)	
MUSCLEPHARM CORPORATION,	)	Chapter 11
	)	
	)	
Debtor.	)	Interim Hearing Date: January 13, 2023
	)	Interim Hearing Time: 9:30 a.m.

STATE OF NEVADA        )  
                                  )  
COUNTY OF CLARK        )       ss:

**SUPPLEMENTAL DECLARATION OF SAMUEL A. SCHWARTZ, ESQ. IN  
SUPPORT OF DEBTOR’S EMERGENCY MOTION FOR ENTRY OF  
INTERIM AND FINAL ORDERS: (I) AUTHORIZING DEBTOR TO OBTAIN  
POST-PETITION FINANCING, (II) GRANTING PRIMING LIENS  
AND ADMINISTRATIVE EXPENSE CLAIMS, (III) AUTHORIZING  
THE DEBTOR’S USE OF CASH COLLATERAL, (IV) MODIFYING  
THE AUTOMATIC STAY, AND (V) GRANTING RELATED RELIEF**

SAMUEL A. SCHWARTZ, being duly sworn, deposes and says:

1. I am over the age of 18, mentally competent and unless otherwise indicated, I have personal knowledge of the facts set forth herein.

2. I am the principal of Schwartz Law, PLLC (“SL”), am duly licensed to practice law in the State of Nevada, and am proposed counsel for MusclePharm Corporation (the “Debtor”), the debtor and debtor-in-possession in the above-captioned Chapter 11 case.

3. I make this declaration in support of the Debtor’s Emergency Motion for Entry of Interim and Final Orders: (I) Authorizing Debtor to Obtain Post-Petition Financing, (II) Granting Priming Liens and Administrative Expense Claims, (III) Authorizing the Debtor’s Use of Cash

1 Collateral, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief (the “**DIP**  
2 **Financing Motion**”) (ECF No. 33) and the Debtor’s Supplement to the DIP Financing Motion (the  
3 “**Supplement**”) (ECF No. 89).

4 4. On December 15, 2022 (the “**Petition Date**”), the Debtor hired SL to file its  
5 emergency Chapter 11 petition and to prosecute its Chapter 11 case. Shortly after the Petition Date,  
6 my firm conducted a UCC search with the Nevada Secretary of State to determine the various  
7 security interests against the Debtor’s assets.

8 5. On January 6, 2013, this Court held an interim hearing (the “**First Interim**  
9 **Hearing**”) on the DIP Financing Motion, and on January 9, 2023, this Court entered the first interim  
10 order (the “**First Interim Order**”) approving the DIP Financing Motion on a limited interim basis.  
11 *See* ECF No. 74.

12 6. Subsequent to the First Interim Hearing, the Debtor has received improved  
13 proposals for DIP Financing from both Empery Tax Efficient, LP (“**Empery**”) and White Winston  
14 Select Asset Funds, LLC (“**White Winston**”).

15 7. In recent days, the Debtor continued to negotiate and consult with Empery, White  
16 Winston and the Official Unsecured Creditors Committee (the “**Committee**”) regarding the DIP  
17 Financing, which has resulted in better terms than the terms initially proposed in the Empery Term  
18 Sheet. Specifically, the Debtor received a total of 4 term sheets over the last week, culminating in  
19 this filing with the Court today. A true and correct copy of that certain Revised Empery Term Sheet  
20 (as defined in the Supplement) is attached to the Supplement as **Exhibit 1**. A true and correct copy  
21 of a redlined version of the Revised Empery Term Sheet as compared to the original Empery Term  
22 Sheet is attached to the Supplement as **Exhibit 2**.

23 8. A true and correct copy of the Budget supporting the DIP Financing Motion is  
24 attached to the Supplement as **Exhibit 3**.

25 ///

26 ///

27 ///

28 ///

1 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
2 and correct.

3 DATED: January 12, 2023

4 /s/ Samuel A. Schwartz

Samuel A. Schwartz